

MEMORANDUM OF OIL AND GAS LEASE

West Virginia

The undersigned Donna L. Clayton, a widowof 116 S. Highland Ave. Moundsville, WV 26041

as Lessor and **TriEnergy Holdings, LLC, P.O. Box 89, Sewickley, PA 15143**, as Lessee, entered into an Oil and Gas Lease as of the 18th day of December, 2009. Said lease covers all that certain tract of land situate in the District of Washington, in Marshall County, State of West Virginia, bounded and described generally as follows:

On the North by: n/f:

On the East by: n/f:

On the South by: n/f:

On the West by: n/f:

Tax Parcel No: 14-03-42 (33.57) ac. & 14-03-41 (43.80 ac.)Containing 77.57 acres, more or less, being the same land conveyed by _____

_____ and recorded in the records of said county in Book 281 & WB 061, Page 168 & 207.
261 DW

Under the terms of the aforesaid lease, the said property was leased by Lessor to Lessee for a term of Five (5) years from the date thereof and so long thereafter as oil or gas are produced from said land in paying quantities or the lease is otherwise maintained pursuant to the provisions thereof.

Under the terms of said lease, the Lessee has a first option to renew the lease for a further like term, which option must be exercised within sixty (60) days of the expiration of the initial primary term of said lease.

Dated: 12-18-09, 2009.

WITNESS:

Emily K. Myers

LESSOR:

Donna L. Clayton (SEAL)
Donna L. Clayton_____
(SEAL)Approved by: [Signature]Joe Bojalad, President
TriEnergy Holdings, LLC

State of WV)
County of Marshall)

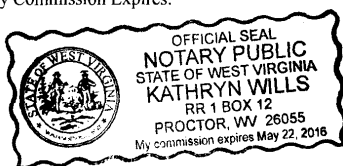
ss:

On the 18 day of December in the year 2009, before me, the undersigned, a Notary Public in and for said state, personally appeared Donna L. Clayton, a widow

personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires:



Kathryn Wills
Notary Public

State/Commonwealth of: Pennsylvania CORPORATION
 County of: Allegheny SS:

Before me a Notary Public in and for said county and state personally appeared: Joseph E. Bojalad, the President of TriEnergy Holdings, LLC, the above named corporation, who acknowledged to me that they did execute the foregoing instrument for and on behalf of said corporation, pursuant to authority so to do of said corporation and that the same is the free act and deed of said corporation and of themselves as such officers, for the uses and purposes therein set forth.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at Sewickley, PA this 25th day of January 2010 ~~2009~~

My Commission expires: 9/24/2013

Notary Public

Debra W. Reid

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Debra W. Reid, Notary Public
 Sewickley Boro, Allegheny County
 My Commission Expires Sept. 24, 2013

Member, Pennsylvania Association of Notaries

Jan Pest
 MARSHALL County 10:14:37 AM
 Instrument No 1281130
 Date Recorded 02/05/2010
 Document Type O&G
 Pages Recorded 2
 Book-Page 694-272
 Recording Fee \$5.00
 Additional \$6.00

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 18th day of December 2009, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 5th day of February 2010 at 10:14 o'clock A.M.

TESTE:

Jan Pest

Clerk.